

Exhibit 13

UNITED STATES OF AMERICA
SECURITIES AND EXCHANGE COMMISSION

ATTESTATION

IT IS HEREBY ATTESTED THAT:

The attached Form 8-K was received in this Commission on 2/7/2017, under the name of FXCM Inc., File No. 001-34986, pursuant to the relevant Act(s) of the Commission.

This certified document was produced from the files of this Commission on

9/8/2021

Date

It is hereby certified that the Secretary of the U.S. Securities and Exchange Commission, Washington, DC, which Commission was created by the Securities Exchange Act of 1934 (15 U.S.C. 78a et seq.) is official custodian of the records and files of said Commission and was such official custodian at the time of executing the above attestation.

For the Commission


Secretary

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): February 2, 2017

FXCM Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-34986
(Commission File Number)

27-3268672
(IRS Employer
Identification No.)

55 Water Street, FL 50 New York, NY, 10041
(Address of Principal Executive Offices) (Zip Code)

(646) 432-2986
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into Material Definitive AgreementSettlement Agreements

On February 6, 2017, FXCM Inc. (the “Company”) announced simultaneous regulatory settlements with the National Futures Association (the “NFA”) and the Commodity Futures Trading Commission (“CFTC”) against its U.S. subsidiary, Forex Capital Markets LLC, FXCM Holdings, LLC (“Holdings”) and certain of its principals. The named FXCM entities and principals neither admit nor deny the allegations associated with the settlements. The NFA settlement has no monetary fine, and the CFTC settlement includes a \$7 million fine.

Pursuant to the settlement agreements, the Company will be withdrawing from business in the United States. Withdrawing from this business will free capital that will be used to repay a portion of the outstanding loan from Leucadia National Corporation (“Leucadia”) to the Company. Proceeds from the account sale also would be used to repay the loan from Leucadia.

Amendment to Management Agreement

On February 2, 2017, each of FXCM Group, LLC (“Group”), FXCM Holdings, LLC, and LUK-FX Holdings, LLC (“Leucadia”) entered into Amendment No. 1 to the Management Agreement of FXCM Group, LLC (the “Management Agreement Amendment”), which amended that certain Management Agreement between FXCM Holdings, LLC and FXCM Group, LLC, dated as of September 1, 2016 (the “Management Agreement”), which was disclosed in the Company’s Current Report on Form 8-K filed with the SEC on September 8, 2016.

Pursuant to the Management Agreement Amendment, the Management Agreement was modified to provide Board Members (as defined therein) with certain rights of termination. Specifically, the Management Agreement Amendment specifies that the Management Agreement may now be terminated by a vote of at least three (3) members of the Group Board after the occurrence of certain events, including a change of control.

Acknowledgment Regarding Bonus Plan

On February 2, 2017, Group and Leucadia also entered into an acknowledgment (the “Acknowledgment”), as it relates to that certain FXCM Group, LLC 2016 Incentive Bonus Plan for Founders and Executives, effective September 1, 2016 (the “Plan”), which was disclosed in the Company’s Current Report on Form 8-K filed with the SEC on September 8, 2016.

Pursuant to the Acknowledgment, each of the Group and Leucadia agreed that, notwithstanding anything to the contrary in the Plan, Leucadia may terminate the Plan on behalf of Group at any time and for any reason in its sole discretion.

Item 2.02 Results of Operations and Financial Condition

The settlement referred to under Item 1.01 will be reflected in the Company’s results for the year ended December 31, 2016. The restructuring referred to under Item 2.05 will be reflected in the Company’s results for the three months ended March 31, 2017. The Company’s U.S. business had unaudited 2016 net revenues of approximately \$48 million and generated an EBITDA loss, but the costs associated with the business will not be transferring to GAIN. Withdrawing from this business will free approximately \$52 million in capital.

A copy of the press release announcing the settlements with the NFA and the CFTC are furnished herewith as Exhibit 99.1.

Pursuant to general instruction B.2 to Form 8-K, the information furnished pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. The information in this Item 2.02, including Exhibit 99.1, shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended (the “Securities Act”), except as shall be expressly set forth by specific reference in such filing or document.

Item 2.05 Costs Associated with Exit or Disposal Activities

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.05.

In connection with its withdrawal from business in the United States pursuant to the settlement agreements with the NFA and the CFTC, the Company intends to implement a restructuring plan that includes the termination of approximately 150 employees, which represents approximately 18% of its global workforce. The Company expects to recognize most of these pre-tax restructuring charges in the three months ending March 31, 2017 and potentially in subsequent quarters.

Amounts related to this action are still being calculated and will be provided via an amendment to this Current Report on Form 8-K. Additional details will be provided in the Company’s Form 10-K for the year ended December 31, 2016.

Item 5.02 Compensatory Arrangements of Certain Officers

The disclosure set forth in Item 1.01 above is hereby incorporated by reference herein.

Item 7.01 Regulation FD Disclosure

A copy of the press release announcing the settlements with the NFA and the CFTC are furnished herewith as Exhibit 99.1. The Company also announced in the Press Release that it has signed a non-binding letter of intent with GAIN Capital Holdings, Inc. ("GAIN") under which GAIN would purchase FXCM's U.S. customer accounts.

Pursuant to general instruction B.2 to Form 8-K, the information furnished pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed to be "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section. The information in this Item 7.01, including Exhibit 99.1, shall not be incorporated by reference into any filing or other document pursuant to the Securities Act, except as shall be expressly set forth by specific reference in such filing or document.

Item 9.01. Financial Statements and Exhibits.

- (a) Financial statements of businesses acquired: None
- (b) Pro forma financial information: None
- (c) Shell company transactions: None
- (d) Exhibits: Press Release dated February 6, 2017

<u>Exhibit No.</u>	<u>Exhibit Description</u>
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99.1*	Press Release dated February 6, 2017
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* Furnished herewith.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FXCM INC.

By: /s/ David S. Sassoon

Name: David S. Sassoon

Title: General Counsel

Date: February 6, 2017

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated as of February 6, 2017



**FXCMUS Reaches Settlement with NFA and CFTC
FXCM to Exit the U.S.
Sells Accounts to GAIN
FXCM to Pay down Loan**

NEW YORK, February 6, 2017– FXCM Inc. (NASDAQ:FXCM) (“FXCM”) today announced simultaneous regulatory settlements with the National Futures Association (“NFA”) and the Commodity Futures Trading Commission (“CFTC”) against its U.S. subsidiary, Forex Capital Markets LLC and certain of its principals. FXCM Holdings, LLC was also named in the CFTC settlement. The named FXCM entities and principals neither admit nor deny the allegations associated with the settlements. The NFA settlement has no monetary fine, and the CFTC settlement has a \$7 million fine.

FXCM will be withdrawing from business in the U.S. and has signed a non-binding letter of intent with GAIN Capital Holdings, Inc. (“GAIN”) under which GAIN would purchase FXCM’s U.S. customer accounts. The transaction is subject to regulatory approval and a definitive agreement. FXCM and GAIN are working to determine the timing for the account transfer and expect to provide further information in that regard in the coming days. In 2016, FXCM’s U.S. business had unaudited net revenues of approximately \$48 million and generated an EBITDA¹ loss, but the costs associated with the business will not be transferring to GAIN. There will be no changes to FXCM customers outside of the United States.

Withdrawing from this business will free approximately \$52 million in capital. Proceeds from the account sale and the release of capital will go toward the further repaying of FXCM’s loan from Leucadia National Corporation.

FXCM will for the interim period continue to service its U.S. customers and to provide top quality trade execution pending the customer-account sale and business withdrawal. FXCM will also be working diligently to be sure that an account transition to GAIN’s retail brand, FOREX.com, will be orderly, expeditious and seamless. FXCM wants to express its most sincere thanks to those U.S. customers who have been with FXCM over the years and wish you all the best of luck following this transition.

FXCM wants to stress that these settlements have no impact on any customer of FXCM’s global businesses. FXCM and its global subsidiaries will continue to provide excellent execution and competitive pricing to its customers overseas through its award-winning technology, customer service and trading tools.

Disclosure Regarding Forward-Looking Statements

In addition to historical information, this release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and/or the Private Securities Litigation Reform Act of 1995, which reflect FXCM’s current views with respect to, among other things, its operations and financial performance in the future. These forward-looking statements are not historical facts and are based on current expectations, estimates and projections about FXCM’s industry, business plans, management’s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, readers are cautioned that any such forward-looking statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict including, without limitation, risks associated with FXCM’s plans to shut down its US subsidiary and a potential sale of its US customer accounts, risks associated with FXCM’s strategy to focus on its operations outside the United States, risks associated with the events that took place in the currency markets on January 15, 2015 and their impact on FXCM’s capital structure, risks associated with FXCM’s ability to recover all or a portion of any capital losses, risks relating to the ability of FXCM to satisfy the terms and conditions of or make payments pursuant to the terms of the finance agreements with Leucadia, as well as risks associated with FXCM’s obligations under its other financing agreements, risks related to FXCM’s dependence on FX market makers, market conditions, risks associated with FXCM’s litigation with the National Futures Association or any other potential litigation or regulatory inquiries to which FXCM may become subject, risks associated with potential reputational damage to FXCM resulting from FXCM’s plans to shut down its US subsidiary, and those other risks described under “Risk Factors” in FXCM Inc.’s Annual Report on Form 10-K, FXCM Inc.’s latest Quarterly Report on Form 10-Q, and other reports or documents FXCM files with, or furnishes to, the SEC from time to time, which are accessible on the SEC website at sec.gov. This information should also be read in conjunction with FXCM’s Consolidated Financial Statements and the Notes thereto contained in FXCM’s Annual Report on Form 10-K, FXCM Inc.’s latest Quarterly Report on Form 10-Q, and in other reports or documents FXCM files with, or furnishes to, the SEC from time to time, which are accessible on the SEC website at sec.gov.

¹ EBITDA means earnings before interest, taxes, depreciation and amortization and is a non-GAAP financial measure.

These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this release and in our SEC filings. FXCM Inc. undertakes no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law.

About FXCM Inc.

FXCM Inc. (NASDAQ:FXCM) is a publicly traded company which owns 50.1% of FXCM Group, LLC (FXCM Group).

FXCM Group is a holding company of Forex Capital Markets LLC, (FXCM US), Forex Capital Markets Limited, inclusive of all EU branches (FXCM UK), FXCM Australia Pty. Limited, (FXCM AU), and all affiliates of aforementioned firms, or other firms under the FXCM group of companies [collectively "FXCM"]. FXCM Group is owned and operated by FXCM Inc. (NASDAQ:FXCM) and Leucadia National Corporation (NYSE:LUK). Leucadia National Corporation is a multi-billion dollar diversified holding company engaged through its consolidated subsidiaries in a variety of businesses.

FXCM is a leading provider of online foreign exchange (FX) trading, CFD trading, spread betting and related services. The company's mission is to provide global traders with access to the world's largest and most liquid market by offering innovative trading tools, hiring excellent trading educators, meeting strict financial standards and striving for the best online trading experience in the market. Clients have the advantage of mobile trading, one-click order execution and trading from real-time charts. In addition, FXCM offers educational courses on FX trading and provides trading tools proprietary data and premium resources. FXCM Pro provides retail brokers, small hedge funds and emerging market banks access to wholesale execution and liquidity, while providing high and medium frequency funds access to prime brokerage services via FXCM Prime.

Trading foreign exchange and CFDs on margin carries a high level of risk, which may result in losses that could exceed your deposits, therefore may not be suitable for all investors.

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